

**Delaware Division of Corporations
401 Federal Street – Suite 4
Dover, DE 19901
Phone: 302-739-3073
Fax: 302-739-3812**

**Certificate of Merger
Domestic Limited Partnership into
Foreign Limited Liability Company**

Dear Sir or Madam:

Attached please find a form for a Certificate of Merger or Consolidation of Domestic Limited Partnership into Foreign Limited Liability Company to be filed in accordance with the Limited Liability Company Act of the State of Delaware and the Limited Partnership Act of the State of Delaware. The fee to file the Certificate is a minimum of \$200.00. A stamp “Filed” copy of your submitted document will be returned. A certified copy may be requested for an additional \$30. Expedited services are available. Please contact our office concerning these fees.

Contact our Franchise Tax Section concerning taxes due on any Delaware entities merging out of existence. A check for the tax payment and the filing/assessment fee must accompany the Certificate for filing. Please make your check payable to the “Delaware Secretary of State”.

For the convenience of processing your order in a timely manner, please include a cover letter with your name, address and telephone/fax number to enable us to contact you if necessary. Please make sure you thoroughly complete all information requested on this form. It is important that the execution be legible, we request that you print or type your name under the signature line.

Thank you for choosing Delaware as your corporate home. Should you require further assistance in this or any other matter, please don’t hesitate to call us at (302) 739-3073.

Sincerely,

Department of State
Division of Corporations

encl.
rev. 07/04

STATE OF DELAWARE
CERTIFICATE OF MERGER OF A
DOMESTIC LIMITED PARTNERSHIP INTO
A FOREIGN LIMITED LIABILITY COMPANY

Pursuant to Title 6, Section 17-211 of the Delaware Limited Partnership Act.

First: The name of the surviving Limited Liability Company is _____, a Foreign Limited Liability Company.

Second: The jurisdiction in which this Limited Liability Company was formed is _____.

Third: The name of the Limited Partnership being merged into the Limited Liability Company is _____, a Delaware Limited Partnership.

Fourth: The agreement of merger or consolidation has been approved and executed by each of the business entities which is to merge or consolidate.

Fifth: The name of the surviving foreign Limited Liability Company is _____.

Sixth: An agreement of merger or consolidation is on file at a place of business of the surviving foreign Limited Liability Company and the address thereof is _____.

Seventh: A copy of the agreement of merger or consolidation will be furnished by the surviving foreign limited liability company, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

Eighth: The surviving foreign Limited Liability Company agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of any domestic limited liability company which is to merge or consolidate, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding and the address to which a copy of such process shall be mailed to by the Secretary of State is _____.

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate to be signed by its authorized person, this _____day of _____, A.D.,_____.

By:_____

Authorized Person

Name:_____

Print or type